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PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 064758 84557A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 26, 1996

ORDER TIME : 8:49 AM

ORDER NO. : 064758

CUSTOMER NO: 84557A

CUSTOMER: A. John Hughes, Jr., Esq  
A. JOHN HUGHES, JR., ESQ  
2121 McGregor Boulevard  
Ft. Myers, FL 33901

100001931531  
-08/26/96--01005--025  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: THE MORNING AFTER OF SOUTHWEST  
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

cf 8/26/96

96 AUG 26 PM 12:17  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

RECEIVED  
96 AUG 26 AM 10:05  
DIVISION OF CORPORATION

EFFECTIVE DATE

8/23/96

**ARTICLES OF INCORPORATION**

**OF**

**THE MORNING AFTER OF SOUTHWEST FLORIDA, INC.**

**ARTICLE I**

(Name)

The name of this corporation is The Morning After of Southwest Florida, Inc.. The address of the corporation is 25 Carrotwood Court, Fort Myers, FL 33919.

**ARTICLE II**

(Duration)

The corporation shall exist perpetually, unless sooner terminated according to law. Its existence shall commence upon the signing of these Articles.

**ARTICLE III**

(Purpose)

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the law of the State of Florida.

**ARTICLE IV**

(Capital Stock)

This corporation is authorized to issue 100 shares of common stock with a par value of \$10.00 per share.

**ARTICLE V**

(Initial Registered Office and Agent)

The street address of the initial registered office of this corporation is 25 Carrotwood Court, Fort Myers, FL 33919 and the name of the initial registered agent of this corporation at that address

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STATE  
96 AUG 26 PM 12:17

is Dr Markus Sherry

#### ARTICLE VI

(Initial Board of Directors)

The corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The name and address of the initial Director(s) of this corporation is:

Dr. Markus Sherry  
25 Carrotwood Court  
Fort Myers, FL 33919

#### ARTICLE VII

(Voting Rights)

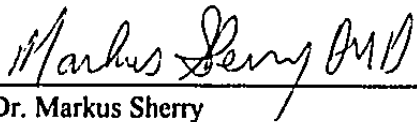
Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VIII

(Amendment)

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of August, 1996.

  
Dr. Markus Sherry

STATE OF FLORIDA

COUNTY OF LEE

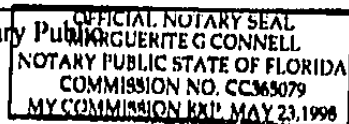
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Dr. Markus Sherry, who is personally known to me or ~~who has produced~~ \_\_\_\_\_ as identification and who did take an oath, and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Fort Myers, County of Lee, and State of Florida, this  
23 day of August, 1996.

(Sign) Marguerite G Connell

(Print)

Notary Public



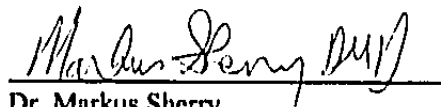
My commission expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG 26 PM 12:17

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A handwritten signature in cursive script, appearing to read "Dr. Markus Sherry", is written over a horizontal line.

Dr. Markus Sherry  
Registered Agent